

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

JOHN HANCOCK LIFE INSURANCE
COMPANY, JOHN HANCOCK VARIABLE LIFE
INSURANCE COMPANY, INVESTORS
PARTNER LIFE INSURANCE COMPANY,
JOHN HANCOCK LIFE ASSURANCE
COMPANY, and all others similarly situated,

Plaintiffs,

v.

GOLDMAN, SACHS & CO.; BANCAMERICA
ROBERTSON STEPHENS; BARCLAYS
CAPITAL, INC.; CHASE SECURITIES, INC.; J.P.
MORGAN & CO.; CITICORP SECURITIES,
INC.; CREDIT SUISSE FIRST BOSTON; FIRST
CHICAGO CAPITAL MARKETS, INC.;
NATIONSBANC MONTGOMERY SECURITIES,
LLC; BNY CAPITAL MARKETS, INC.;
MERRILL LYNCH PIERCE, FENNER & SMITH
INC.; RBC DOMINION SECURITIES
CORPORATION; SCOTIA CAPITAL MARKETS
(USA) INC.; SG COWEN SECURITIES
CORPORATION; NORMAN P. BLAKE, JR.;
GASTON CAPTERTON; DOMENICO CECERE;
LEONARD S. COLEMAN, JR.; WILLIAM W.
COLVILLE; JOHN H. DASBURG; LANDON
HILLIARD; GLEN H. HINER; SIR TREVOR
HOLDSWIRTH; JON M. HUNTSMAN, JR.; ANN
IVERSON; W. WALKER LEWIS; MICHAEL I.
MILLER; FURMAN C. MOSELY, JR.; W. ANN
REYNOLDS; and STEVEN J. STROBEL,

Defendants.

C.A. No. 01-10729-RWZ

CLASS ACTION

~~{PROPOSED}~~ ORDER AWARDING
LEAD PLAINTIFFS' COUNSEL
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

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THIS MATTER having come before the Court on August 9, 2007, on the application of Lead Counsel, Kirby McInerney & Squire, LLP ("Lead Plaintiffs' Counsel") for an award of attorneys' fees and reimbursement of expenses incurred in the Action; the Court, having considered all papers filed and proceedings conducted herein, having found the Settlement of this Action to be fair, reasonable, and adequate and otherwise being fully informed in the premises and good cause appearing therefor:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. All capitalized terms used herein and not otherwise defined herein shall have the meaning ascribed to them in the Underwriter Defendants' Stipulation and in the Supplemental Stipulation.

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all Members of the Class who have not timely and validly requested exclusion.

3. The Court hereby finds that an award of attorneys' fees of 25 % ~~[28%]~~ of the Settlement Fund is fair and reasonable.

4. The Court accordingly awards Lead Plaintiffs' Counsel attorneys' fees of \$4,812,500 ~~[\$4,812,500]~~ ((25)% of the \$19.25 million Settlement Fund) payable to Lead Plaintiffs' Counsel. The Court also awards Lead Plaintiffs' Counsel reimbursement of litigation expenses in the amount of \$274,804.85 ~~[\$274,804.85]~~, which the Court hereby finds is fair and reasonable in light of Lead Plaintiffs' Counsel's prosecution of this action on behalf of the Class. In addition, the Court awards interest on the attorneys' fees and the litigation expenses awarded


herein calculated for the same time period and at the same rate as that earning on the Settlement Fund.

5. The awarded attorneys' fees and expenses, and interest earned thereon shall be paid to Lead Plaintiffs' Counsel from the Settlement Fund immediately after the occurrence of the Joint Settlement Effective Date as defined in paragraph 1.b of the Supplemental Stipulation of Settlement and the Due Date as defined in paragraph 2.1 of the Individual Defendants' Stipulation, and subject to any and all other applicable terms, conditions, obligations of the Stipulations, which terms, conditions and obligations are incorporated herein.

6. Out of the attorneys' fees and litigation expenses awarded herein, Lead Plaintiffs' Counsel are authorized to reimburse Lead Plaintiffs a total of \$714,863.78. In particular, out of the attorneys' fees awarded herein, Lead Plaintiffs' Counsel are authorized to reimburse Lead Plaintiffs in the amount of \$682,163.42 for the \$572,785.50 attorneys' fees that Lead Plaintiffs paid or accrued and owe to the law firm of Dwyer & Collora, LLP ("D&C"), together with \$109,377.92 in interest thereon. In addition, out of the litigation expenses awarded herein, Lead Plaintiffs' Counsel are authorized to reimburse Lead Plaintiffs in the amount of \$32,700.36 for the total amount of litigation expenses that Lead Plaintiffs paid or accrued and owe to D&C.

IT IS SO ORDERED

Dated this 7th day of August, 2007.



THE HONORABLE RYA W. ZOBEL
UNITED STATES DISTRICT JUDGE